



**LOCAL EXCELLENCE  
DRIVING GLOBAL SUCCESS**

**Full Year Results 2012**

**Conference Call Presentation, 21<sup>st</sup> March 2013**

## Disclaimer

This presentation may contain forward-looking statements based on current assumptions and forecasts made by Brenntag AG and other information currently available to the company. Various known and unknown risks, uncertainties and other factors could lead to material differences between the actual future results, financial situation, development or performance of the company and the estimates given here. Brenntag AG does not intend, and does not assume any liability whatsoever, to update these forward-looking statements or to conform them to future events or developments.

# Agenda

**1. Highlights 2012**

**CEO**

**2. Financials 2012**

**CFO**

**3. Outlook 2013**

**CEO**

**Appendix**

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**1. Highlights 2012**

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**Appendix**

## Introductory remarks to 2012 earnings

Reported operating EBITDA of EUR 706.6m in 2012 marks another record year

Operating EBITDA adjusted for the non-recurring effect in Q3 is EUR 717.6m and exceeds middle of the guidance range of EUR 705m to EUR 725m

Recent acquisitions were successfully integrated and contributed to the excellent results

Execution of efficiency improvement program in Europe which helps to improve the cost base in the region

Free cash flow increased significantly to EUR 578.9m

Proposed dividend payment of EUR 2.40 per share (payout ratio of 37% of net profit after tax attributable to Brenntag shareholders)

**Operating highlights 2012****Gross profit**

EUR 1,926.7m  
FX adjusted increase of 4.6% y-o-y (as reported increase of 8.9% y-o-y)

**Operating EBITDA**

EUR 717.6m (excluding non-recurring effect)  
EUR 706.6m as reported (FX adjusted increase of 2.2% y-o-y, as reported increase of 6.9% y-o-y)

**Operating EBITDA /  
Gross profit**

36.7% (against 37.4% FY 2011)  
37.3% excluding non-recurring effect

**Return on net assets**

32.0% (against 32.5% FY 2011)

**Cash flow**

Strong free cash flow of EUR 578.9m (against EUR 511.8m FY 2011)

**Acquisitions**

Acquisitions with a total of EUR 207m enterprise value

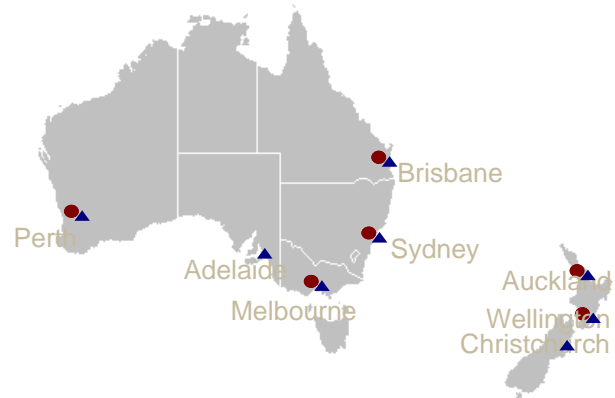
## Successful acquisitions 2012

<b>Acquired company</b>	<b>Strategic rationale</b>
ISM/Salkat Group	Expansion of market position in Australia and New Zealand and broadening of our full line product portfolio
The Treat-Em-Rite Corporation	Great strategic fit in the oil and gas industry. Cross selling opportunities
Delanta Group	Expansion of our position in the Southern Cone of Latin America Enlarge existing specialty product portfolio in the region
Altivia Corporation	Strengthening of our focus industry “water treatment chemicals” Strategically located facility will allow for efficiency gains and further expansion of our business

## Major Acquisitions in 2012

### ISM/Salkat Group, Australia and New Zealand

- Executed in July 2012
- Sales of EUR 85m in 2012
- ISM/Salkat is a leading Specialty chemical distributor in the region
- Strategic market position in Australia strengthened and market entry in New Zealand achieved
- Specialty product portfolio expanded
- ISM/Salkat is ahead of expectations



### Altivia Corporation, USA

- Executed in December 2012
- Sales of EUR 63m in 2012
- Altivia is a water treatment chemical distributor in Texas
- Focus industry water additives business strengthened
- Strategically located facility will allow for efficiency gains and further expansion of our business
- Integration process has started



## Acquisition of Lubrication Services, L.L.C.

### Lubrication Services, L.L.C. (LSi) North America

- Sales of EUR 105m in 2012
- Closing expected in March/April 2013
- Leading multi-regional distributor of lubricants and chemicals located in Oklahoma City, Oklahoma
- Network of facilities in six states
- Participation in the expected rapid growth related to the shale plays
- Strengthening of existing distribution relationships with key supply partners and key customers
- Integration is currently being prepared and will be started after closing

**LSi**  
**Lubrication Services, L.L.C.**



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## Income statement

in EUR m	2012	2011	Δ	Δ FX adjusted
<b>Sales</b>	<b>9,689.9</b>	<b>8,679.3</b>	<b>11.6%</b>	<b>7.7%</b>
<b>Cost of goods sold</b>	<b>-7,764.2</b>	<b>-6,911.3</b>	<b>12.3%</b>	
<b>Gross profit</b>	<b>1,925.7</b>	<b>1,768.0</b>	<b>8.9%</b>	<b>4.6%</b>
<b>Expenses</b>	<b>-1,219.1</b>	<b>-1,109.2</b>	<b>9.9%</b>	
<b>EBITDA<sup>2)</sup></b>	<b>706.6</b>	<b>658.8</b>	<b>7.3%</b>	<b>2.5%</b>
<b>Add back transaction costs<sup>1)</sup></b>	<b>0.0</b>	<b>2.1</b>		
<b>Operating EBITDA<sup>2)</sup></b>	<b>706.6</b>	<b>660.9</b>	<b>6.9%</b>	<b>2.2%</b>
<b>Operating EBITDA / Gross profit</b>	<b>36.7%<sup>3)</sup></b>	<b>37.4%</b>		

- 1) Transaction costs are costs connected with restructuring and refinancing under company law  
 2) Operating EBITDA 2012 EUR 717.6m, adjusted for non-recurring effect in European segment  
 3) 37.3% adjusted for the non-recurring effect

## Income Statement (continued)

in EUR m	2012	2011	Δ
<b>EBITDA</b>	<b>706.6</b>	<b>658.8</b>	<b>7.3%</b>
<b>Depreciation</b>	<b>-96.2</b>	<b>-88.9</b>	<b>8.2%</b>
<b>EBITA</b>	<b>610.4</b>	<b>569.9</b>	<b>7.1%</b>
<b>Amortization<sup>1)</sup></b>	<b>-36.9</b>	<b>-24.1</b>	<b>53.1%</b>
<b>EBIT</b>	<b>573.5</b>	<b>545.8</b>	<b>5.1%</b>
<b>Financial result</b>	<b>-94.7<sup>2)</sup></b>	<b>-126.3<sup>2)</sup></b>	<b>-25.0%</b>
<b>EBT</b>	<b>478.8</b>	<b>419.5</b>	<b>14.1%</b>
<b>Profit after tax</b>	<b>338.2</b>	<b>279.3</b>	<b>21.1%</b>

1) This figure includes for the period January to December 2012 scheduled amortization of customer relationships totalling EUR 29.1 million (2011: EUR 16.4 million).

2) Thereof EUR +4.3m in 2012 and EUR -10.6m in 2011 are related to change in purchase price obligation Zhong Yung (International) Chemical Ltd., which has to be recorded in the income statement according to IFRS

## Cash flow statement

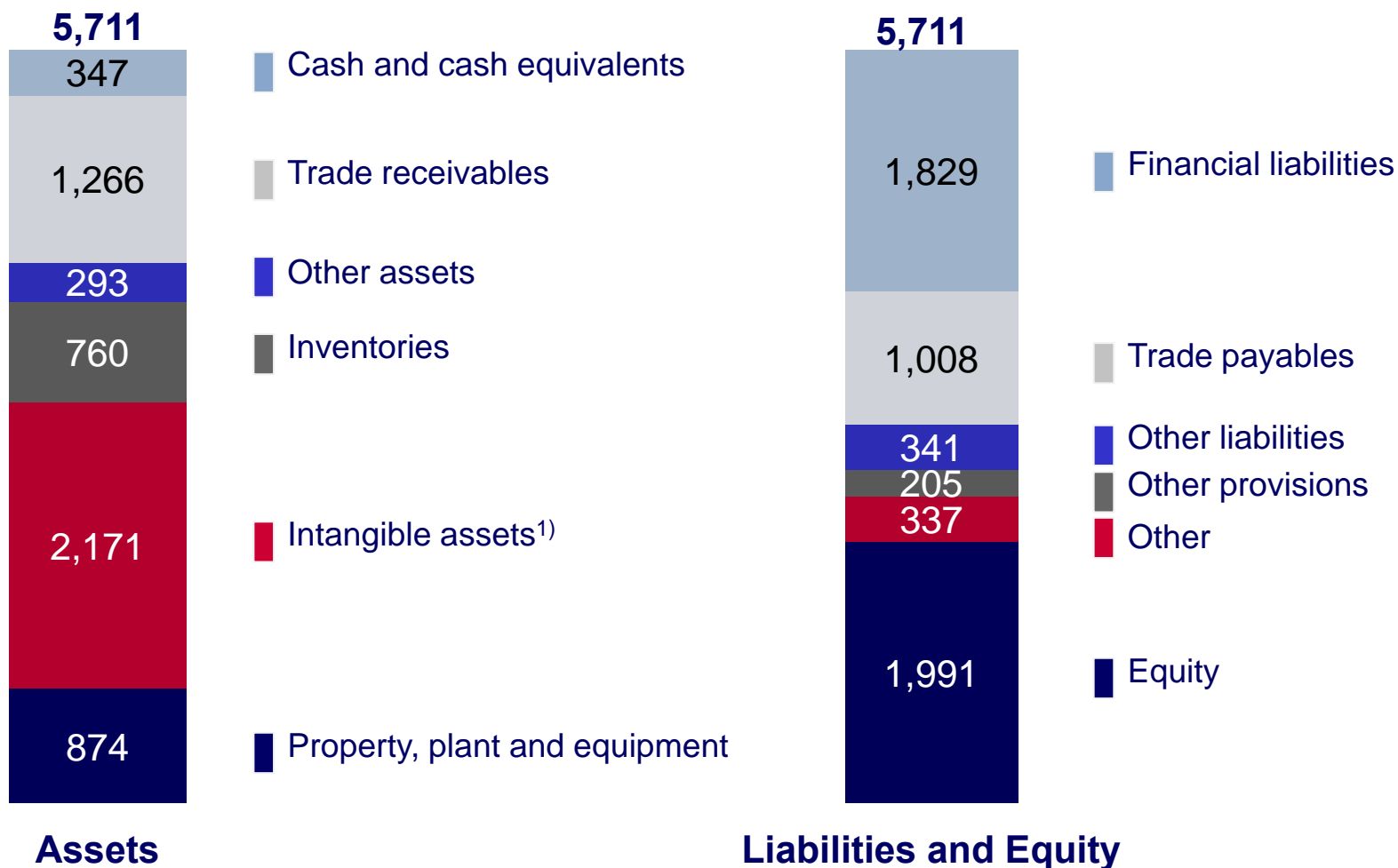
in EUR m	2012	2011
<b>Profit after tax</b>	<b>338.2</b>	<b>279.3</b>
<b>Depreciation &amp; amortization</b>	<b>133.1</b>	<b>113.0</b>
<b>Income taxes</b>	<b>140.6</b>	<b>140.2</b>
<b>Income tax payments</b>	<b>-121.2</b>	<b>-119.3</b>
<b>Interest result</b>	<b>82.3</b>	<b>107.3</b>
<b>Interest payments (net)</b>	<b>-80.4</b>	<b>-112.0</b>
<b>Changes in current assets and liabilities</b>	<b>-43.2</b>	<b>-59.1</b>
<b>Other</b>	<b>-16.4</b>	<b>0.2</b>
<b>Cash provided by operating activities</b>	<b>433.0</b>	<b>349.6</b>

## Cash flow statement (continued)

in EUR m	2012	2011
Purchases of intangible assets and property, plant & equipment	-86.3	-86.3
Purchases of consolidated subsidiaries and other business units	-234.5	-122.3
Other	8.1	10.5
<b>Cash used for investing activities</b>	<b>-312.7</b>	<b>-198.1</b>
Capital increase	-	-
Payments in connection with the capital increase	-	-
Purchases of shares in companies already consolidated	-	-25.3
Dividends paid to minority shareholders	-1.6	-5.8
Dividends paid to Brenntag shareholders	-103.0	-72.1
Repayment of (-) / proceeds from (+) borrowings (net)	-123.4	46.1
<b>Cash used for financing activities</b>	<b>-228.0</b>	<b>-57.1</b>
<b>Change in cash &amp; cash equivalents</b>	<b>-107.7</b>	<b>94.4</b>

## Balance sheet as of 31 December 2012

in EUR m



1) Of the intangible assets as of December 31, 2012, some EUR 1,187 million relate to goodwill and trademarks that were capitalized as part of the purchase price allocation performed on the acquisition of the Brenntag Group by funds advised by BC Partners Limited, Bain Capital, Ltd. and subsidiaries of Goldman Sachs International at the end of the third quarter of 2006 in addition to the relevant intangible assets already existing in the previous Group structure.

## Balance sheet and leverage

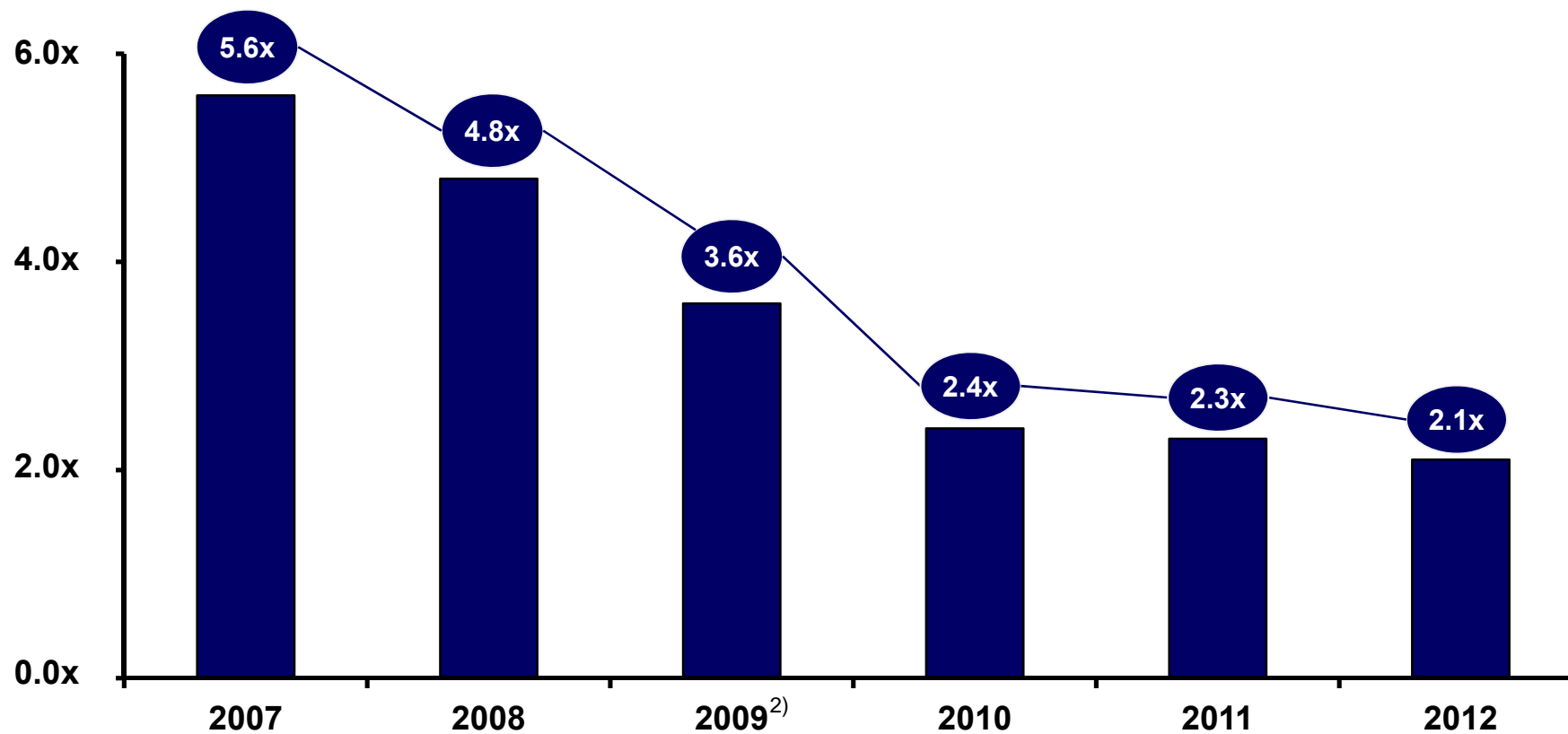
in EUR m	31 Dec 2012	31 Dec 2011	31 Dec 2010	31 Dec 2009
<b>Financial liabilities<sup>1)</sup></b>	<b>1,829.5</b>	<b>1,952.4</b>	<b>1,783.8</b>	<b>2,436.3</b>
<b>./. Cash and cash equivalents</b>	<b>346.6</b>	<b>458.8</b>	<b>362.9</b>	<b>602.6</b>
<b>Net Debt</b>	<b>1,482.9</b>	<b>1,493.6</b>	<b>1,420.9</b>	<b>1,833.7</b>
<b>Net Debt / Operating EBITDA<sup>2)</sup></b>	<b>2.1x</b>	<b>2.3x</b>	<b>2.4x</b>	<b>3.6x</b>
<b>Equity</b>	<b>1,991.2</b>	<b>1,761.3</b>	<b>1,617.9</b>	<b>172.3</b>

1) Excluding shareholder loan in an amount of EUR 702.2m for 31 Dec 2009. No shareholder loan was in place as of 31 Mar 2010 and subsequent quarters.

2) 2009 adjusted for expense items relating to the early termination of a multi-year incentive program.

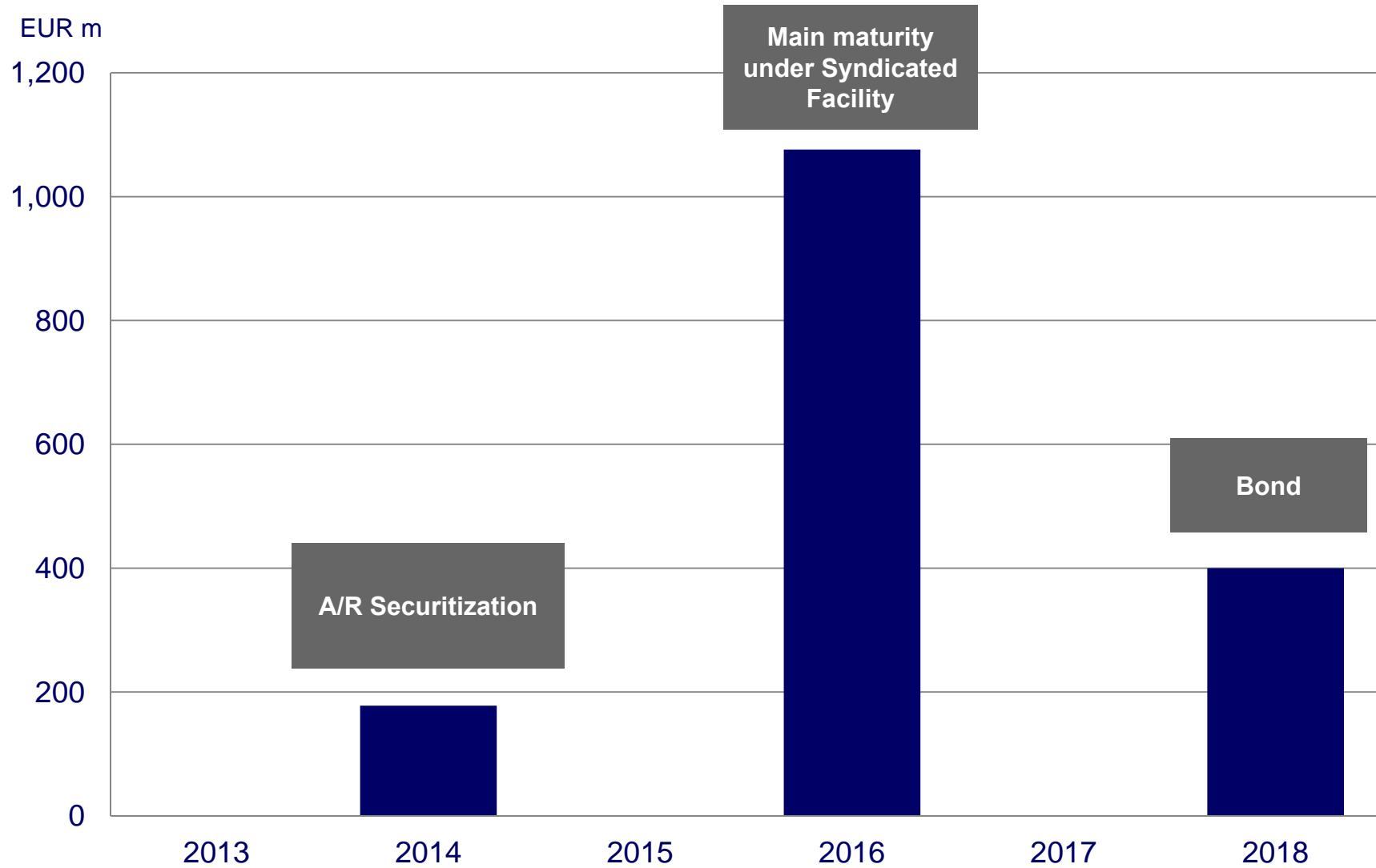


Leverage: Net debt / Operating EBITDA<sup>1)</sup>



1) Net debt defined as current financial liabilities plus non-current financial liabilities less (cash and cash equivalents)  
 2) 2009 adjusted for expense items relating to the early termination of a multi-year incentive program.

## Maturities profile as of 31 December 2012



## Working capital

in EUR m	31 Dec 2012	31 Dec 2011	31 Dec 2010	31 Dec 2009
<b>Inventories</b>	760.4	696.8	606.1	422.3
<b>+ Trade receivables</b>	1,266.4	1,220.9	1,059.7	831.4
<b>./. Trade payables</b>	1,008.2	956.6	834.1	655.6
<b>Working capital (end of period)</b>	<b>1,018.6</b>	<b>961.1</b>	<b>831.7</b>	<b>598.1</b>
<b>Working capital turnover (year-to-date)<sup>1)</sup></b>	<b>9.2x</b>	<b>9.3x</b>	<b>10.2x</b>	<b>9.2x</b>

1) Using sales on year-to-date basis and average working capital year-to-date

## Return on net assets (RONA)

in EUR m	2012	2011	Δ	Δ
<b>EBITA</b>	<b>610.4</b>	<b>569.9</b>	<b>40.5</b>	<b>7.1%</b>
<b>Average property, plant and equipment (PPE)</b>	<b>860.5</b>	<b>824.0</b>	<b>36.5</b>	<b>4.4%</b>
<b>Average working capital</b>	<b>1,048.8</b>	<b>928.3</b>	<b>120.5</b>	<b>13.0%</b>
<b>Return on net assets</b>	<b>32.0%</b>	<b>32.5%</b>		

## Free cash flow

in EUR m	2012	2011	Δ	Δ
<b>EBITDA</b>	<b>706.6</b>	<b>658.8</b>	<b>47.8</b>	<b>7.3%</b>
<b>Capex</b>	<b>-94.7</b>	<b>-86.0</b>	<b>-8.7</b>	<b>10.1%</b>
<b>Δ Working capital</b>	<b>-33.0</b>	<b>-61.0</b>	<b>28.0</b>	<b>-45.9%</b>
<b>Free cash flow</b>	<b>578.9</b>	<b>511.8</b>	<b>67.1</b>	<b>13.1%</b>

## Segments

in EUR m		Europe	North America	Latin America	Asia Pacific	All other segments	Group
External sales	2012	4,549.0	3,065.2	919.0	707.6	449.1	9,689.9
	2011	4,295.3	2,725.7	806.9	415.4	436.0	8,679.3
	Δ	5.9%	12.5%	13.9%	70.3%	3.0%	11.6%
	Δ FX adjusted	5.3%	3.9%	8.5%	58.4%	3.0%	7.7%
Operating gross profit	2012	927.9	742.3	169.6	111.6	17.0	1,968.4
	2011	898.0	659.7	150.5	82.1	17.3	1,807.6
	Δ	3.3%	12.5%	12.7%	35.9%	-1.7%	8.9%
	Δ FX adjusted	2.4%	4.0%	7.3%	26.7%	-1.7%	4.5%
Operating EBITDA	2012	301.6	321.5	56.9	49.4	-22.8	706.6
	2011	303.9	282.1	51.4	36.9	-13.4	660.9
	Δ	-0.8%	14.0%	10.7%	33.9%	70.1%	6.9%
	Δ FX adjusted	-1.8%	5.5%	5.6%	25.4%	70.1%	2.2%

## Segments Q4

in EUR m		Europe	North America	Latin America	Asia Pacific	All other segments	Group
External sales	Q4 2012	1,083.6	730.8	229.7	197.8	98.2	2,340.1
	Q4 2011	1,007.8	692.7	209.4	142.1	108.8	2,160.8
	Δ	7.5%	5.5%	9.7%	39.2%	-9.7%	8.3%
	Δ FX adjusted	5.8%	1.1%	7.6%	29.7%	-9.7%	5.3%
Operating gross profit	Q4 2012	220.6	183.0	43.1	32.0	3.0	481.7
	Q4 2011	216.6	172.6	39.3	23.1	4.3	455.9
	Δ	1.8%	6.0%	9.7%	38.5%	-30.2%	5.7%
	Δ FX adjusted	0.3%	1.4%	7.6%	30.1%	-30.2%	2.7%
Operating EBITDA	Q4 2012	70.2	83.7	15.8	14.7	-1.5	182.9
	Q4 2011	68.1	74.5	14.5	9.8	1.6	168.5
	Δ	3.1%	12.3%	9.0%	50.0%	-193.8%	8.5%
	Δ FX adjusted	1.2%	7.8%	5.2%	40.0%	-193.8%	5.0%

## Dividend proposal

in EUR m

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<b>Profit after tax</b>	<b>338.2</b>
<b>Less minority interest</b>	<b>-2.0</b>
<b>Profit after tax (consolidated) attributable to shareholders of Brenntag AG</b>	<b>336.2</b>
<b>Proposed dividend payment</b>	<b>123.6</b>
<b>Dividend per share in EUR</b>	<b>2.40</b>
<b>Payout ratio</b>	<b>36.8%</b>



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## Outlook 2013

	2012	Comments	Trend 2013 and 2014
<b>Sales</b>	EUR 9,690m	<ul style="list-style-type: none"> <li>Ongoing weak and demanding macro-economic climate</li> <li>Growth trends for chemical distributors and Brenntag's strong competitive position in particular are expected to provide further growth potential</li> </ul>	
<b>Gross profit</b>	EUR 1,926m	<ul style="list-style-type: none"> <li>Based on past experience, price changes are expected to have no significant influence on gross profit</li> <li>Further positive development of gross profit is expected due to higher volumes and improved gross profit per unit</li> </ul>	
<b>Operating EBITDA</b>	EUR 707m	<ul style="list-style-type: none"> <li>Operating EBITDA expected to benefit from efficiency improvements</li> <li>Changes in USD/EUR conversion rate will continue to have some translational impact</li> <li>Executed acquisitions will have full-year impact</li> </ul>	
<b>Profit after tax</b>	EUR 338m	<ul style="list-style-type: none"> <li>Profit after tax is expected to grow in-line with EBITDA</li> </ul>	

## Outlook 2013

	2012	Comments	Trend 2013 and 2014
<b>Working capital</b>	EUR 1,019m	<ul style="list-style-type: none"> <li>To a large extent a function of sales growth</li> </ul>	
<b>Capex</b>	EUR 95m	<ul style="list-style-type: none"> <li>Capex spending will be slightly above depreciation due to increasing business activities</li> <li>Capex sufficient to support organic growth</li> </ul>	
<b>Free cash flow</b>	EUR 579m	<ul style="list-style-type: none"> <li>Free cash flow is expected to increase further</li> <li>Continuous improvement of the Group's liquidity position</li> </ul>	

We are ready to answer your questions.

**Brenntag Board of Management**



**Steven Holland**  
CEO



**Georg Müller**  
CFO



**Jürgen Buchsteiner**  
Board Member



**William Fidler**  
Board Member

**Thank you for your attention!**

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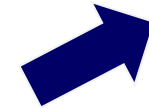
**3. Outlook 2013**

**Appendix**

## Operating highlights Q4 2012

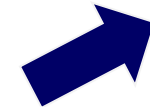
### Gross Profit

EUR 470.4m  
FX adjusted increase of 2.9% y-o-y (as reported increase of 5.9% y-o-y)



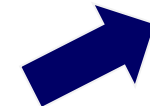
### Operating EBITDA

EUR 182.9m  
FX adjusted increase of 5.0% y-o-y (as reported increase of 8.5% y-o-y)



### Operating EBITDA / Gross Profit

38.9% (against 37.9% in Q4 2011 and 37.4% FY 2011)



### Cash flow

Inflow from trade working capital decrease of EUR 90.8m due to typical seasonality  
Capital expenditures in-line with expectations

## Income statement Q4

in EUR m	Q4 2012	Q4 2011	Δ	FY 2012
<b>Sales</b>	<b>2,340.1</b>	<b>2,160.8</b>	<b>8.3%</b>	<b>9,689.9</b>
<b>Cost of Goods Sold</b>	<b>-1,869.7</b>	<b>-1,716.5</b>	<b>8.9%</b>	<b>-7,764.2</b>
<b>Gross Profit</b>	<b>470.4</b>	<b>444.3</b>	<b>5.9%</b>	<b>1,925.7</b>
<b>Expenses</b>	<b>-287.5</b>	<b>-275.1</b>	<b>4.5%</b>	<b>-1,219.1</b>
<b>EBITDA</b>	<b>182.9</b>	<b>169.2</b>	<b>8.1%</b>	<b>706.6</b>
<b>Add back Transaction costs <sup>1)</sup></b>	<b>0.0</b>	<b>-0.7</b>		<b>0.0</b>
<b>Operating EBITDA</b>	<b>182.9</b>	<b>168.5</b>	<b>8.5%</b>	<b>706.6</b>
<b>Operating EBITDA / Gross Profit</b>	<b>38.9%</b>	<b>37.9%</b>		<b>36.7%</b>

1) Transaction costs are costs connected with restructuring and refinancing under company law

## Income statement Q4 (continued)

in EUR m	Q4 2012	Q4 2011	Δ	FY 2012
<b>EBITDA</b>	<b>182.9</b>	<b>169.2</b>	<b>8.1%</b>	<b>706.6</b>
<b>Depreciation</b>	<b>-25.4</b>	<b>-23.0</b>	<b>10.4%</b>	<b>-96.2</b>
<b>EBITA</b>	<b>157.5</b>	<b>146.2</b>	<b>7.7%</b>	<b>610.4</b>
<b>Amortization<sup>1)</sup></b>	<b>-9.4</b>	<b>-6.7</b>	<b>40.3%</b>	<b>-36.9</b>
<b>EBIT</b>	<b>148.1</b>	<b>139.5</b>	<b>6.2%</b>	<b>573.5</b>
<b>Financial result<sup>2)</sup></b>	<b>-20.8</b>	<b>-32.6</b>	<b>-36.2%</b>	<b>-94.7</b>
<b>EBT</b>	<b>127.3</b>	<b>106.9</b>	<b>19.1%</b>	<b>478.8</b>
<b>Profit after tax</b>	<b>97.8</b>	<b>78.1</b>	<b>25.2%</b>	<b>338.2</b>

1) This figure includes for the period October to December 2012 scheduled amortization of customer relationships totalling (Q4 2012: EUR 7.6 million; Q4 2011: EUR 5.0 million). FY 2012 EUR 29.1 million

2) Thereof EUR +4.3m in FY 2012, EUR +9.2m in Q4 2012 and EUR -5.2m in Q42011 are related to change in purchase price obligation Zhong Yung (International) Chemical Ltd., which has to be recorded in the income statement according to IFRS



## Cash flow statement Q4

in EUR m	Q4 2012	Q4 2011	FY 2012
Profit after tax	97.8	78.1	338.2
Depreciation & amortization	34.8	29.7	133.1
Income taxes	29.5	28.8	140.6
Income tax payments	-26.0	-30.3	-121.2
Interest result	20.7	22.6	82.3
Interest payments (net)	-7.8	-8.4	-80.4
Changes in current assets and liabilities	74.7	20.4	-43.2
Other	-12.3	-6.3	-16.4
<b>Cash provided by operating activities</b>	<b>211.4</b>	<b>134.6</b>	<b>433.0</b>

## Cash flow statement Q4 (continued)

in EUR m	Q4 2012	Q4 2011	FY 2012
<b>Purchases of intangible assets and PPE</b>	-34.1	-35.1	-86.3
<b>Purchases of consolidated subsidiaries and other business units</b>	-109.0	-97.1	-234.5
<b>Other</b>	3.4	3.3	8.1
<b>Cash used for investing activities</b>	<b>-139.7</b>	<b>-128.9</b>	<b>-312.7</b>
<b>Capital increase</b>	0.0	0.0	-
<b>Payments in connection with the capital increase</b>	0.0	0.0	-
<b>Purchases for shares in companies already consolidated</b>	0.0	-0.2	-
<b>Dividends paid to minority shareholders</b>	-0.6	-0.5	-1.6
<b>Dividends paid to Brenntag shareholders</b>	0.0	0.0	-103.0
<b>Repayment of (-) / proceeds from (+) borrowings (net)</b>	-18.2	-39.8	-123.4
<b>Cash used for financing activities</b>	<b>-18.8</b>	<b>-40.5</b>	<b>-228.0</b>
<b>Change in cash &amp; cash equivalents</b>	<b>52.9</b>	<b>-34.8</b>	<b>-107.7</b>

## Free cash flow Q4

in EUR m	Q4 2012	Q4 2011	FY 2012
EBITDA	182.9	169.2	706.6
Capex	-42.0	-38.0	-94.7
$\Delta$ Working Capital	90.8	43.8	-33.0
Free Cash Flow	231.7	175.0	578.9